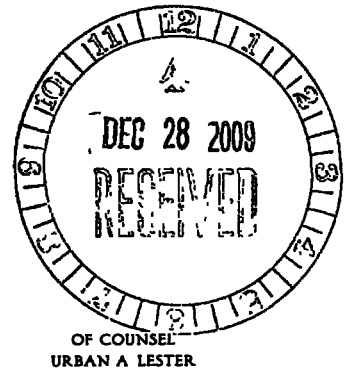


ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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December 28, 2009

RECORDATION NO. 28179 FILED

DEC 28 '09 -9 00 AM

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Surface Transportation Board

Contract C-7920

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor.	American Railcar Leasing LLC 620 North Second Street St Charles, Missouri 63301
[Lessee:	Thiele Kaolin Company P.O. Box 1056 520 Kaolin Road Sandersville, GA 31082]

A description of the railroad equipment covered by the enclosed document  
is:

7 railcars: SHPX 043031 - SHPX 043037.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

## **MEMORANDUM OF LEASE**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Thiele Kaolin Company, a Georgia Corporation ("Lessee")

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

RECORDATION NO. 28179 FILED

DEC 28 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD



## Schedule A

### Equipment

**Thiele Kaolin Company**

Contract C-7920 dated 4/30/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	043031
	Hopper	SHPX	043032
	Hopper	SHPX	043033
	Hopper	SHPX	043034
	Hopper	SHPX	043035
	Hopper	SHPX	043036
	Hopper	SHPX	043037

7

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

12/28/09



Robert W Alvord